



**JENNIFER WHEELER**  
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## BIOGRAPHY

Jennifer Wheeler is a transactional attorney who provides comprehensive compliance and risk management advice to investment company and investment advisor clients of all sizes. Jennifer's practice is concentrated in the corporate and securities area with a specific focus on investment company and investment advisor clients, including registered investment companies, private equity funds, registered investment advisors and advisors to family offices, private funds and venture capital funds. Jennifer's primary area of expertise is investment company and investment advisor regulatory compliance. She represents both exempt and SEC-and state-registered investment companies and investment advisors, including separate representation of the "independent directors" of registered investment company boards of directors. Jennifer has worked extensively with SEC and state-registered clients in developing compliance programs, codes of ethics and disclosure controls and procedures. She also has in-depth knowledge of the Dodd-Frank Act and the related SEC rules affecting formerly exempt private advisors.

Jennifer has worked with banking and trust company clients in securities-related matters, including structuring commingled investment vehicles, reviewing compliance with "custody of client assets" rules, and advising on the requirements of Regulation R as it relates to a bank's broker-dealer activities. Jennifer's practice also includes public and private securities offerings, mergers and acquisitions and general corporate governance.

Jennifer is the author of "Section 307 of the Sarbanes-Oxley Act: Irreconcilable Conflict with the ABA's Model Rules and the Oklahoma Rules of Professional Conduct?" 56 *Oklahoma Law Review* 461 (2003).

Her achievements have earned her inclusion in *The Best Lawyers in America* (corporate law). In 2007, she was recognized for her professional and civic contributions to the state by being named to *The Journal Record's* list of Leadership in Law Award honorees.

## REPRESENTATIVE EXPERIENCE

- Dodd-Frank compliance, including for advisors of family offices, private funds and venture capital funds.
- SEC investment advisor registration and exempt advisor reporting on Form ADV.
- Investment company registration and compliance, including N-1A registration statements, 38a-1 compliance programs, N-CSR shareholder reports, Form N-Q and Form N-PX filings, 17j-1 reports and board of directors best practices.
- Investment advisor registration and compliance, including "pay to play" campaign contribution policies, proxy voting policies, Form ADV filings, advisory and sub-advisory contracts, 206(4)-7 compliance programs and 204A-1 codes of ethics.
- Broker-dealer FINRA compliance, including supervisory procedures.

- 206(4)-2 compliance by investment advisors and related persons with custody of client funds.
- Structuring alternative investment vehicles for bank and trust company clients.
- Regulation R exceptions from broker-dealer registration for certain banking activities.
- Public and private securities offerings, including registration statements and private placement memoranda, and compliance with federal and state securities laws requirements and filings.
- Mergers and acquisitions, including negotiating and drafting contracts, partnership agreements, operating agreements, and merger and acquisition agreements.
- Corporate governance matters, including organizational documents and filings, Board governance, and corporate policies and procedures.

## ADMISSIONS

- Oklahoma, 1997

## EDUCATION

- J.D., with honors, University of Oklahoma, 1997; National Trial Team; Student Member, Luther Bohanon American Inn of Court; American Jurisprudence Award in Jurisprudence; Albert C. Hunt Practice Court Award; Mineral Lawyers Society of Oklahoma City Scholarship
- B.A, University of Tulsa, 1994; Honors Program Graduate

## PROFESSIONAL ORGANIZATIONS AND MEMBERSHIPS

- Oklahoma County Bar Association
- Oklahoma Bar Association
- American Bar Association

## CIVIC INVOLVEMENT AND LEADERSHIP

- Leadership Oklahoma City Alumni Association
- Leadership Oklahoma City LOYAL Program Co-Chair (Class VII & VIII)
- Leadership Oklahoma City (Board of Directors)
- Leadership Oklahoma City Class XXI
- Juliette Low Leadership Society
- IMPACT Oklahoma